

FILED**DEC 13 2002**SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION**O'NEILL AND ASSOCIATES, LLC
CERTIFICATE OF ORGANIZATION**

Pursuant to the provisions of the Massachusetts Limited Liability Company Act (the "Act") the undersigned hereby certifies as follows:

1. The federal employer identification number is 06-1664019.
2. Name of the Limited Liability Company. The name of the limited liability company formed hereby (the "LLC") is O'Neill and Associates, LLC.
3. Office of the Limited Liability Company. The address of the office of the LLC in the Commonwealth required to be maintained by Section 5 of the Act is One Beacon Street, Suite 1600, Boston, Massachusetts 02108.
4. Agent for Service of Process. The name and address of the resident agent for service of process for the LLC is Thomas P. O'Neill, III, One Beacon Street, Suite 1600, Boston, Massachusetts 02108.
5. Date of Dissolution. The LLC is to have no specific date of dissolution.
6. Manager. At the time of formation of the LLC, its manager is Thomas P. O'Neill, III, One Beacon Street, Suite 1600, Boston, Massachusetts 02108.
7. Execution of Documents. The manager is authorized to execute, acknowledge, deliver and/or record any instrument (including, without limitation, any instrument or documents to be filed with the Secretary of the Commonwealth of Massachusetts or purporting to affect an interest in real property) on behalf of the LLC.
8. Business of the LLC. The general character of the business of the LLC is to provide consulting services.

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true, this 12th day of December, 2002.


Patricia Lang Farnsworth

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UNIT

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Ck.# 21576

The Commonwealth of Massachusetts
Limited Liability Company
(General Laws, Chapter 156C)

Filed this 13 day December, 2002.

William Francis Galvin

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

Patricia Lang Faisworth

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